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GENERAL STATUTES

OF THE

STATE OF MINNESOTA.

PREPARED BY THE COMMISSIONERS APPOINTED TO REVISE
THE STATUTES OF THE STATE, BY ACT OF THE
LEGISLATURE, PASSED FEBRUARY 17, 1863.

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6 to have forfeited its franchises, and any failure on the part
 7 of such bank or banking corporation to comply with, or any
 8 violation of any of the provisions of this chapter, shall work
 9 a forfeiture of its franchises, and in either case the attorney
 10 general upon demand of the auditor of state, shall com-
 11 mence an action for the purpose of annulling the existence
 12 of said corporation. Whenever any banking corporation is
 13 dissolved by the proceedings directed in this section, the
 14 state auditor shall proceed to sell the securities and redeem
 15 the currency of said bank in the same manner as provided
 16 by section fifteen of this chapter.

1 SECT. 45. Whenever any bank or banking association
 2 which has heretofore been incorporated under the provis-
 3 ions of this chapter, has re-organized as a national bank, pur-
 4 suant to the act of congress of the United States, approved ^{1865-p. 74, Sect. 1.}
 5 June third, eighteen hundred and sixty-four, entitled an
 6 act to provide a national currency, secured by a pledge of
 7 United States bonds, and to provide for the circulation and
 8 redemption thereof, the auditor may surrender to such na-
 9 tional bank the securities in his hands deposited by such
 10 state bank, upon receiving from such national bank an
 11 amount of lawful money of the United States equal to the
 12 amount of the outstanding notes of such state bank, to be
 13 held and applied by him to the redemption of such out-
 14 standing notes. C 32

1 SECT. 46. Upon receiving such notes or securities such
 2 bank or banking association shall give the same notice as is ^{1865-p. 74, Sect. 2.}
 3 required by the twenty-fifth section of this chapter, and
 4 upon the expiration of the time specified in such notice, he
 5 shall surrender to the national bank which deposited them,
 6 such notes or security; *provided*, all the circulating notes
 7 issued by such state bank, which have been presented, have
 8 been redeemed.

CHAPTER XXXIV.

CORPORATIONS.

TITLE I.

OF CORPORATIONS EMPOWERED TO TAKE PRIVATE PROPERTY FOR PUBLIC USES.

1 SECTION 1. Any number of persons, not less than five,
 2 may associate themselves and become incorporated for the

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C. S. p. 330, Sect.
299. Amended.

3 purpose of building, improving and operating railways,
4 telegraphs, canals, or slackwater navigation, upon any riv-
5 er or lake; and all works of internal improvement which re-
6 quire the taking of private property or any easement
7 therein.

C. S. p. 330, Sect.
301. Amended.

1 SECT. 2. They shall organize by adopting and signing
2 articles of incorporation, which shall be recorded in the of-
3 fice of the register of deeds of the county where the princi-
4 pal place of business is to be, and also in the office of the
5 secretary of state, in books kept for such purposes.

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1895—p. 18, Sect. 2.
Amended.

1 SECT. 3. Said articles shall contain :
2 *First.*—The name of the corporation, the general nature
3 of its business and the principal place, if any, of transacting
4 the same.
5 *Second.*—The time of commencement and the period of
6 continuance of said corporation.
7 *Third.*—The amount of capital stock of said corporation
8 and how to be paid in.
9 *Fourth.*—The highest amount of indebtedness or liability
10 to which said corporation shall at any one time be subject.
11 *Fifth.*—The names and places of residence of the per-
12 sons forming such association for incorporation.
13 *Sixth.*—The names of the first board of directors and in
14 what officers or persons the government of the corporation
15 and the management of its affairs shall be vested, and when
16 the same are elected.
17 *Seventh.*—The number and amount of the shares in the
18 capital stock of said corporation.
19 And shall be published for four successive weeks in some
20 newspaper printed and published at the capital of the state.

1895—p. 18, Sect. 3.
Amended.

1 SECT. 4. When articles are filed, recorded and publish-
2 ed as aforesaid, the persons named as incorporators therein,
3 become a body corporate and are authorized to proceed to
4 carry into effect the objects set forth in said articles in ac-
5 cordance with the provisions of this title, and shall have
6 perpetual succession, sue and be sued by its corporate name,
7 have a common seal, which it may alter at pleasure, may
8 render the interests of its stockholders transferable, estab-
9 lish by-laws and make all rules and regulations deemed ex-
10 pedient for the management of its affairs in accordance
11 with law, and not incompatible with an honest purpose.

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1 SECT. 5. No such corporation shall be formed to con-
2 tinue more than fifty years in the first instance, but it may
3 be renewed from time to time for periods not longer than
4 fifty years, *provided*, that three-fourths of the votes cast at
5 any regular election for the purpose, are in favor of such re-

6 newal, and those desiring a renewal, purchase the stock of
7 those opposed thereto at its current value.

1 SECT. 6. A copy of the by-laws of the corporation with
2 the names of all its officers appended thereto shall be post-
3 ed in the principal place of business and be subject to pub-
4 lic inspection. c 17

1 SECT. 7. A statement of the amount of the capital stock
2 subscribed, the amount of capital actually paid in, and the
3 amount of indebtedness of the company in a general way,
4 shall also be kept posted up in like manner, which state-
5 ment shall be corrected as often as any material change
6 takes place in relation to any part of the subject matter of
7 such statement. c. s. p. 331, Sect. 311.

1 SECT. 8. The transfer of shares is not valid, except as
2 between the parties thereto, until it is regularly entered on
3 the books of the company, so far as to show the name of the
4 persons by and to whom transferred, the numbers or other
5 designation of the shares, and the date of the transfer; but
6 such transfer shall not in any way exempt the person mak-
7 ing such transfer, from any liabilities of said corporation
8 which were created prior to such transfer. The books of
9 the company shall be so kept as to show inteligibly, the
10 original stockholders, their respective iuterests, the amount
11 which has been paid in on their shares, and all transfers
12 thereof; and such books, or a correct copy thereof, so far
13 as the items mentioned in this section are concerned, shall
14 be subject to the inspection of any persons desiring the
15 same. c. s. p. 332, Sect. 318.

1 SECT. 9. The private property of each stockholder in
2 any corporation formed as herein provided, is liable for cor-
3 porate debts in the following cases: c. s. p. 331, Sect. 312, p. 332, Sect. 315, p. 332, Sect. 321, combined & amended.

4 *First.*—For all unpaid installments on stock owned by
5 him or transferred for the purpose of defrauding creditors.
6 *Second.*—For a failure by the corporation to comply
7 substantially with the provisions aforesaid as to organiza-
8 tion and publicity.
9 *Third.*—When he personally violates any of the provi-
10 sions of this title in the transaction of any business of the
11 corporation, as officer, director or member thereof, or is
12 guilty of any fraud, unfaithfulness or dishonesty in the dis-
13 charge of any official duty.
14 *Fourth.*—To the amount of the stock held or owned by
15 him in all cases.

1 SECT. 10. The private property of no stockholder shall
2 be levied on under the preceding section, unless such stock-

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C. S. p. 332, Sect.
322. Amended.

3 holder, as well as the corporation, is duly served with pro-
4 cess in the action, and the issue involving his individual
5 liability as aforesaid raised and determined; and in no case
6 whatever shall such property be levied on while sufficient
7 corporate property can be found to satisfy the execution or
8 any part thereof.

C. S. p. 333, Sect.
323. Amended.

1 SECT. 11. The officer holding an execution, which may
2 be levied on private property, as aforesaid, shall make de-
3 mand of payment thereon of the president, secretary, or
4 some officer of the corporation, acting, or who was one of
5 the last acting officers thereof, and if he does not forthwith
6 pay said execution or point out corporate property that
7 may be levied on, the officer shall indorse the fact of such
8 demand, refusal or neglect upon said execution, and there-
9 upon may levy the same upon the private property of the
10 stockholder served and impleaded as aforesaid. Such levy
11 may be made to satisfy any balance due upon the execution
12 after levy upon corporate property, or part payment out of
13 corporate funds.

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1865—p. 19, Sect. 4.
Amended.

1 SECT. 12. Any corporation of the class specified in sec-
2 tion one of this title, heretofore organized or attempted to
3 be organized under former general laws, may conform their
4 articles to the provisions of this title, and re-file the same
5 with the secretary of state, as herein provided, and there-
6 after without any other act or ceremony shall become enti-
7 tled to all the rights, benefits and privileges conferred here-
8 in; and all grants, transfers and conveyances, by the state
9 or any citizen or corporation to any such corporation here-
10 tofore made, are hereby confirmed unto such corporation,
11 and shall upon the filing of their articles under this title, be
12 deemed to accrue and enure to the benefit of such corpora-
13 tion as thus organized without any other act or ceremony
14 whatever.

1865—p. 19, Sect. 5.
Amended.

1 SECT. 13. Any corporation organized or re-organized
2 under the provisions of this title, may obtain the right of
3 way, over and across any lands needed for the construction
4 of any railroad or telegraph, and all necessary sites and
5 grounds for depots, shops and other buildings requisite for
6 the proper carrying on of the business to be transacted, or
7 may obtain the right to overflow by reason of any dam,
8 lock, sluices or other erection necessary for the convenient
9 prosecution of their enterprise, all and any lands damaged
10 thereby, and may obtain the right to the use of any land
11 for a tow path, the erection of necessary buildings for the
12 purpose of said business, and the right of way in and over
13 the bed of any river, lake or water course, and the banks
14 thereof, together with the right to overflow, injure or de-

15 stroy any existing dams, mills or other property, and to
 16 canal in and along the valley of any such river, stream,
 17 lake or water course, and to purchase and erect all neces-
 18 sary buildings for the operation and prosecution of any
 19 manufacturing business upon the water power incidentally
 20 created by such improvement, by proceeding as in this title
 21 provided.

1 SECT. 14. They shall present to the judge of the dis-
 2 trict court in any county in which said improvements or
 3 any part thereof is or is to be located, or through which
 4 said railroad or telegraph line runs, or through which any
 5 river to be improved or canal to be constructed runs or
 6 is to run, a petition signed by the president and secretary
 7 of said company or corporation, setting forth a description
 8 of the enterprise to be prosecuted by them, the termini
 9 thereof, the counties through which the same is to run, a
 10 general description of the land, property and real estate
 11 which it will be necessary to appropriate, take, use or
 12 overflow for the purpose of said enterprise, together with
 13 the names of the owners of any such property if known.

1865-p. 20, Sect. 6. c b
Amended.

1 SECT. 15. Upon the presentation of such petition the
 2 judge shall appoint three disinterested residents of any of
 3 the counties named in said petition, commissioners to meet
 4 at some point on the line of said improvement on a day
 5 specified by said judge, and to inquire touching the matters
 6 contained in said petition, and the judge shall fix the fees of
 7 said commissioners.

1865-p. 20, Sect. 7.

1 SECT. 16. Said commissioners shall have power to ad-
 2 journ from day to day and to such places on the line of such
 3 improvement as they deem proper.

1865-p. 20, Sect. 8.

1 SECT. 17. Before entering upon their duties they shall
 2 severally take and subscribe an oath before some person
 3 qualified to administer oaths, faithfully and impartially to
 4 discharge the duties of their appointment.

1865-p. 20, Sect. 9.

1 SECT. 18. At least five days notice of the first meeting
 2 of said commissioners shall be given in all cases, and in case
 3 of infants such notice shall be served on their guardians or
 4 the persons with whom they reside; in case of idiots, luna-
 5 tics or distracted persons, on their guardians, if they have
 6 any; and if not, then on the person in whose care or charge
 7 they are found; in cases of femmes covert, on the husband
 8 as well as the femme covert, but notices to non-residents of
 9 the counties through which said improvements are to be con-
 10 structed, shall be published in some newspaper printed in
 11 one of said counties for three weeks in succession, previous
 12 to the meeting of said commissioners.

1865-p. 20, Sect. 10.

1 SECT. 19. The commissioners shall meet at the time and
 2 place mentioned in the notice, and proceed to examine the
 3 entire line of said canal, telegraph line, railroad or improve-
 4 ments or so much thereof as is described in said petition
 5 and all the lands, property or real estate which will be dam-
 6 aged, overflowed, taken, appropriated or used by or for the
 7 purpose of said enterprise, and which is described in said
 8 petition, and shall hear the allegations and testimony of all
 9 parties interested, and proceed to make in each case a sepa-
 10 rate assessment of damages which will result to any person,
 11 corporation or company, by reason of the construction of
 12 said canal, telegraph line, rail road or improvement, and
 13 shall determine and appraise to the owners of said land,
 14 property, easement or any other right, proposed to be taken
 15 the amount of damages arising to them respectively from
 16 the taking thereof, after making due allowance for any bene-
 17 fit that such owners may respectively derive from the canal,
 18 telegraph line, railroad or improvement aforesaid

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 1865—p. 21, Sect. 11.
 Amended.

1 SECT. 20. Within three months after completing their
 2 said examination, and the making of said appraisement and
 3 assessment of damages, the said commissioners shall file the
 4 said petition, a copy of their appointment and oath, to-
 5 gether with a full report of their doings in the premises,
 6 accompanied by a map showing the route and location of
 7 the proposed canal, telegraph line, railroad or improvement,
 8 in the office of the clerk of the court in the county where
 9 said application for the appointment of said commissioners
 10 was made, and shall give the same notice of the filing of
 11 their report, as of their meeting.

1865—p. 21, Sect. 12.
 Amended.

1 SECT. 21. Upon the filing of said report, the petitioners,
 2 or any officers of or other persons duly appointed by said
 3 corporation may make payment of the damages assessed to
 4 parties entitled to the same in manner following :

1865—p. 21, Sect. 13.

5 *First.*—To parties laboring under no disability.

6 *Second.*—To guardians of infants, husbands or trustees
 7 of femmes covert.

8 *Third.*—To guardians, insane persons, idiots, lunatics
 9 and persons under other disability, and receipts for such
 10 payments filed in the office of the clerk aforesaid shall estop
 11 the parties giving them and their principals, when they
 12 act in a representative capacity, from all further claims or pro-
 13 ceedings in the premises. Payments to parties residing in
 14 the state, but not in the county or counties through which
 15 said canal, line, road or improvement runs, as well as to
 16 infants, insane persons and other persons under disability,
 17 who have no guardians, and payments to parties residing
 18 out of the state, and to persons whose names are unknown,
 19 and to persons who refuse to receive the payments when

20 tendered, shall be made by depositing the same with the
 21 clerk of said court to be paid out under the direction of the
 22 judge thereof, and such deposit shall have the same effect
 23 as the first mentioned receipts, unless an appeal is taken by
 24 the party entitled thereto.

1 SECT. 22. Appeals from the assessments made by the
 2 commissioners may be taken and prosecuted in the court
 3 where the report of said commissioners is filed by any par- ^{1865-p. 22, Sect. 14.}
 4 ty interested, and a written notice of such appeal shall be c b
 5 served upon the appellee, in the same manner as a sum-
 6 mons in a civil action is served; *Provided*, That such no-
 7 tice shall be served at least twenty days before the hearing
 8 of said appeal; *And provided further*, That no appeal un-
 9 der this title shall be taken after the expiration of thirty
 10 days from the time of the notification of the filing of the
 11 report aforesaid. o

1 SECT. 23. The construction of such road, line, canal or the
 2 prosecution of such improvement, shall not be hindered,
 3 delayed or prevented by the prosecution of any appeal; ^{1865-p. 22, Sect. 15.}
 4 *Provided*, The corporation execute and file with the clerk ^{Amended.}
 5 of the court in which the appeal is pending, a bond to be
 6 approved by said clerk with sufficient sureties conditioned
 7 that the persons executing the same shall pay whatever
 8 amount may be required by the judgment of the court
 9 therein, and abide any rule or order of the court in relation
 10 to the matter in controversy.

1 SECT. 24. The appellant shall file with the clerk afore-
 2 said, a bond with sureties (to be approved by said clerk,) ^{1865-p. 23, Sect. 16.}
 3 in double the amount of the assessment appealed from, pay-
 4 able to the state for the use of all persons interested in the
 5 condition thereof, in which bond the proceeding appealed
 6 from shall be recited with condition for the due and speedy
 7 prosecution of said appeal, and to abide the judgment that
 8 may be rendered therein, and pay the costs of the appeal;
 9 if adjudged so to do by the court in reference to the matter
 10 in controversy.

1 SECT. 25. Appeals shall bring before the appellate ^{1865-p. 23, Sect. 17.}
 2 court, the propriety of the amount of damages in respect
 3 to the parties to the appeal, and unless the parties other-
 4 wise agree, the matter shall be submitted to a jury and tried
 5 as other appeal cases are tried, and the court or jury, as the
 6 case may be, shall re-assess the damages aforesaid, making
 7 the verdict conform to the justice and facts of the case, but
 8 the rule for ascertaining and fixing such damages, shall be
 9 based upon the same principles that the commissioners are

10 required to adopt in originally appraising and determining
11 such damages.

1 SECT. 26. Upon verdict or assessment, judgment shall
2 be entered declaring that upon payment of the verdict or
3 assessment, and costs, if any, the right to construct said
4 canal line, railroad, or improvement, to overflow the lands,
5 property and real estate, and do the act in controversy in
6 said appeal, and to take, use and appropriate any property
7 in controversy on said appeal for the purposes aforesaid;
8 shall, as against the parties interested in such verdict or
9 assessment, be and remain in said corporation, their suc-
10 cessors and assigns forever, and payments of such judg-
11 ments may be made as payments of assessments by the
12 commissioners are made, as hereinbefore provided.

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1865—p. 23, Sect. 18.
Amended.

1 SECT. 27. Any corporation organized under this title
2 may perfect record-evidence of title to the property and
3 estate taken for the purposes of any canal, line, railroad or
4 improvement authorized hereby, by causing the clerk of the
5 court when the report of said commissioners is filed and
6 confirmed, and the award of damages is paid, to make cer-
7 tified copies of such report or any part thereof, so far as it
8 affects or relates to any real estate or interest therein, situ-
9 ate in any county through which said improvement runs,
10 and such certified copy accompanied by a map showing the
11 location of the land taken, when recorded in the office of
12 the register of deeds of the county in which such real es-
13 tate is situated, shall be effectual to fully pass title to such
14 real estate or the interest therein, taken by said commis-
15 sioners to said corporation, and such record shall be notice
16 to all parties of the title of said corporation therein, and
17 such record may be read as evidence of such title in all the
18 courts of this state, except in cases where valid appeals are
19 taken from the report of said commissioners, and in such
20 cases the judgment of the court upon such appeal, after the
21 damages are paid may be recorded in the office of register
22 of deeds of the county where the said real estate or interest
23 therein, and affected by said judgment, is situated, and
24 such record shall be notice and evidence of title in like
25 manner and effect as the record of certified copies found in
26 said report.

1865—p. 23, Sect. 19.
Amended.

1 SECT. 28. Any telegraph corporation organized under
2 this title has power and right to use the public roads and
3 highways in this state, on the line of their route, for the
4 purpose of erecting posts or poles on or along the same,
5 to sustain the wires or other fixtures; *provided*, that the
6 same shall be so located as in no way to interfere with the
7 safety or convenience of ordinary travel on or over the said
8 roads and highways.

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1860—p. 106, Sect. 1.

1 SECT. 29. If it becomes necessary, in the location of
 2 of any part of a railroad, to occupy any road, street, alley,
 3 or public way, or any part thereof, it shall be competent C. S. p. 321, Sect.
 253. Amended. c 17
 4 for the municipal or other corporation or public officer, or
 5 public authorities, owning or having charge thereof, and
 6 the railroad company to agree upon the manner and upon
 7 the terms and conditions upon which the same may be used
 8 or occupied; or such company may appropriate so much of
 9 the same as may be necessary for the purposes of said road,
 10 in the same manner and upon the same terms as is herein
 11 provided for the appropriation of the property of individ-
 12 uals.

1 SECT. 30. For the purpose of making preliminary sur-
 2 veys and examinations over and upon any contemplated 1865—p. 24, Sect. 20. c 6
 3 route, such corporation, its agents, servants or employees,
 4 may enter upon land, doing no unnecessary damage.

1 SECT. 31. Any corporation organized under this title is
 2 authorized to obtain by purchase, gift or contract, all the 1865—p. 24, Sect. 21.
 3 rights of way, tow-paths, flowage and property hereinbe-
 4 fore provided for, and hold all property, real and personal,
 5 necessary and convenient for the successful prosecution of
 6 the enterprise.

1 SECT. 32. Whenever any railroad corporation, whether
 2 incorporated under this title or by a special charter, deems C. S. p. 322, Sect.
 251. Amended. c 17
 3 it necessary to extend its line of road across any navigable
 4 waters of this state, it has power to construct such bridges
 5 as may be required for the purposes of said road across such
 6 navigable waters, and to repair and maintain the same in
 7 such manner as may best subserve the interests of such cor-
 8 porations; *provided*, that such bridge shall not be construct-
 9 ed in a manner to obstruct or impede, in any wise, the free
 10 navigation of said waters.

1 SECT. 33. Every corporation organized under this title
 2 shall erect, at all points where their road crosses any pub- 17
 C. S. p. 322, Sect.
 259. c 17 1858-70-17
 3 lic road, at a sufficient elevation from such public road to
 4 admit of a free passage of vehicles of every kind, a sign
 5 with large and distinct letters placed thereon, to give notice
 6 of the proximity of the railroad, and warn persons of the
 7 necessity of looking out for the cars; and any company
 8 neglecting or refusing to erect such sign, shall be liable in
 9 damages for all injuries occurring to persons or property
 10 from such neglect or refusal; and each railroad company
 11 shall fence its roads with a good substantial fence, under
 12 such rules as the county commissioners of the several coun-
 13 ties through which the same may run, prescribe.

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C. S. p. 322, Sect.
262.

1 SECT. 34. Every railroad corporation organized under
 2 this title, shall cause all its trains of cars for passengers to
 3 stop upon each arrival at a station advertised by such cor-
 4 poration as a station for receiving passengers upon such
 5 trains, at least one minute; and also cause all its trains of
 6 cars to entirely stop not more than sixty rods and not less
 7 than ten rods before each arrival at the crossing of any other
 8 railroad; and every corporation, and every person in the
 9 employment of such corporation that violates, or causes, or
 10 permits to be violated, the provisions of this section, is
 11 liable to a forfeiture of not more than one hundred dollars,
 12 nor less twenty dollars, to be recovered in a civil action
 13 before any justice of the peace of the county in which such
 14 violation occurs, upon the complaint of any person, one
 15 half to go to the complainant and the remainder to the use
 16 of common schools in the county; and such company is
 17 further liable in the full amount of damages done to proper-
 18 ty or person in consequence of any neglect on the part of
 19 its agents or employees to comply with the requirements of
 20 this section; and in all cases in which a forfeiture occurs
 21 under the provisions of this section, the company, whose
 22 agents cause or permit such violation, shall be liable for the
 23 amount of such forfeiture, and in all cases the conductor
 24 upon such train shall be held *prima facie* to have caused
 25 the violation which may occur upon the train in his charge.

C. S. p. 321, Sect.
254.

1 SECT. 35. Such corporation may demand and receive
 2 for the transportation of passengers on said road, not ex-
 3 ceeding three cents per mile, and for the transportation of
 4 property, not exceeding five cents per ton per mile, when
 5 the same is transported a distance of thirty miles or more,
 6 and in case the same is transported for a less distance
 7 than thirty miles, such reasonable rate as may be from
 8 time to time fixed by said corporation or prescribed by law.

C. S. p. 323, Sect.
263. Amended.

1 SECT. 36. Whenever the lines of railroad of any rail-
 2 road corporation whether organized under this title or by
 3 virtue of a special charter, or any portion of such lines,
 4 have been or may be constructed so as to admit the passage
 5 of freight or passenger cars over any two or more of such
 6 roads continuously without break or interruption, such cor-
 7 porations may consolidate themselves into a single corpora-
 8 tion in the manner following:

9 *First.*—Any two or more railroad corporations may, by
 10 their directors, enter into an agreement, under the corpo-
 11 rate seal of each, for the consolidation of the said corpora-
 12 tions, prescribing the terms and conditions thereof; the
 13 mode of carrying the same into effect; the name of the new
 14 corporation; the names and places of residence and number
 15 of the directors thereof; the time and place of holding the

16 first election of directors ; the number of shares of capital
 17 stock in the new corporation ; the amount of each share,
 18 which shall not be less than one hundred dollars ; the man-
 19 ner of converting the shares of capital stock in each of said
 20 two or more corporations into shares in such new corpora-
 21 tion ; the manner of compensating stockholders in each of
 22 the old corporations, who refuse to convert their stock into
 23 the stock of the new corporation ; with such other details as
 24 they deem necessary to perfect the consolidation of said
 25 corporations ; and such new corporation shall possess all
 26 the powers, rights and franchises conferred upon said cor-
 27 porations, and be subject to all the restrictions and perform
 28 all the duties imposed by the provisions of this title ; *pro-*
 29 *vided*, that all stockholders in either of such corporations
 30 who refuse to convert their stock into the stock of such new
 31 corporation, shall be paid at least par value for each of the
 32 shares so held by them, if they so require, previous to the
 33 consummation of said consolidation.

34 *Second.*—Such agreement of the directors shall not be deem-
 35 ed to be the agreement of the said old corporations, until after
 36 it has been submitted to the stockholders of each of said
 37 corporations separately, at a meeting thereof, to be called
 38 upon a notice of at least thirty days ; specifying the time
 39 and place of such meeting ; and the object thereof, to be
 40 addressed to each of such stockholders, when their place
 41 of residence is known, and deposited in the post office, and
 42 published for at least three successive weeks in one newspa-
 43 per in at least one of the cities or towns in which each of said
 44 corporations has its principal office of business ; and is sanc-
 45 tioned by such stockholders by the vote of at least two-
 46 thirds in amount of the stockholders present at such meet-
 47 ing, voting by ballot, either in person or by proxy, each
 48 share of capital stock being entitled to one vote ; and when
 49 such agreement of the directors is so sanctioned by each of
 50 the meetings of the stockholders separately, it shall be
 51 deemed to be the agreement of the said old corporations.

1 SECT. 37. Upon making the agreement mentioned in
 2 the preceding section, in the manner required therein, and
 3 filing a duplicate or counterpart thereof in the office of the
 4 secretary of state, the said old corporations shall be merged
 5 in the new corporation provided for in such agreement, to
 6 be known by the corporate name therein mentioned ; and
 7 the details of such agreement shall be carried into effect, as
 8 provided therein.

C. S. p. 324, Sect.
264.

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1 SECT. 38. Upon the election of the first board of direc-
 2 tors of the corporation created by said agreement, the
 3 rights and franchises of each of said old corporations, their
 4 rights and interests in and to every species of property,

C. S. p. 324, Sect.
265.

5 real, personal and mixed, and things in action, shall be
 6 deemed to be transferred to and vested in such new corpo-
 7 ration, without any other deed or transfer; and such new
 8 corporation shall hold and enjoy the same, together with the
 9 right of way, and all other rights of property, in the same
 10 manner, and to the same extent, as if the said old corpora-
 11 tions had continued to retain the title, and transact the bu-
 12 siness of such corporation; and the titles and real estate ac-
 13 quired by either of said old corporations, shall not be deem-
 14 ed to revert or be impaired by means of any thing in this
 15 title contained; *Provided*, That all rights of creditors, and
 16 all liens upon the property of either of said old corporations,
 17 shall be preserved unimpaired; and all the debts, liabilities
 18 and duties of either company, shall thenceforth attach to
 19 such new corporation, and be enforced against the same, to
 20 the same extent, and in the same manner, as if such debts,
 21 liabilities and duties, had been originally incurred by it.

c 17 C. S. p. 324, Sect.
 266. Amended.

1 SECT. 39. Any railroad corporation heretofore or here-
 2 after incorporated, whether under the provisions of this title
 3 or by special charter, may at any time, and by means of
 4 subscription to the capital of any other corporation, or other-
 5 wise, aid such corporation in the construction of its rail-
 6 road, for the purpose of forming a connection of said last
 7 mentioned road with the road owned by the corporation
 8 furnishing said aid; or any railroad corporation, may lease
 9 or purchase any part or all of any railroad constructed by
 10 any other corporation whose lines of road are continuous or
 11 connected with its own, upon such terms and conditions as
 12 may be agreed on; or any two or more railroad corpora-
 13 tions whose lines are so connected may enter into any ar-
 14 rangement for their common benefit, consistent with and
 15 calculated to promote the objects for which they were cre-
 16 ated; *Provided*, That no such aid shall be furnished, nor
 17 any purchase, lease or arrangement perfected, until a meet-
 18 ing of the stockholders of each of said corporations has
 19 been called by the directors thereof, at such time and place,
 20 and in such manner as they shall designate, and the stockholders
 21 of at least two-thirds of the stock of such corporation rep-
 22 resented at such meeting, in person or by proxy, and vot-
 23 ing thereat assent thereto.

c 6 1865—p. 24, Sect. 22.

1 SECT. 40. Such corporation has the power to borrow
 2 money on the credit of the corporation, and may execute
 3 bonds or promissory notes therefor and to secure the pay-
 4 ment thereof, may pledge the property and income of said
 5 company: *Provided*, That the amount of the indebtedness
 6 or liability of such company shall not at any one time ex-
 7 ceed two-thirds of the amount of its capital stock nor the
 8 amount to be specified in the certificate hereinbefore pro-
 9 vided for.

1 SECT. 41. The corporators named in the articles herein-
 2 before provided for, are authorized, at their first annual
 3 meeting, or at such other time as they deem best before ^{1865-p. 24, Sect. 23.}
 4 such annual meeting to be designated by them, to open ^{Amended.} c 6
 5 books for subscription to the capital stock of said corpora-
 6 tion under such regulations as they shall prescribe, and
 7 when after the opening of books for the subscription of
 8 stock, sufficient stock is subscribed to justify the incorpora-
 9 tors or directors to commence such canal, line, railroad or
 10 improvement, and the first installments upon such stock are
 11 paid in, said corporation may commence work thereon, and
 12 they shall thereby become invested with all the rights,
 13 privileges and franchises conferred by this title.

1 SECT. 42. Whenever any corporation created and incor-
 2 porated under the provisions of this title, or adopting its ^{1865-p. 25, Sect. 25.}
 3 provisions as hereinbefore provided, shall, in the opinion of
 4 the directors thereof, require an increased amount of capi-
 5 tal stock, or other modification of their articles of associa-
 6 tion, not inconsistent with the provisions of this title, they
 7 shall, if authorized by the holders of a majority of the stock,
 8 file in the office of the secretary of state, new articles, set-
 9 ting forth the modifications of their said articles of associa-
 10 tion proposed, and the amount of such desired increase of
 11 stock, if any, which said new articles shall be duly recorded
 12 and a reference made to the same on the margin of the rec-
 13 ord of the original certificate or articles, and thereafter such
 14 corporation shall be entitled to have such increased capital
 15 as is fixed by said new articles, or such other modification
 16 of the original articles of association as shall be therein
 17 specified.

1 SECT. 43. Every railroad company incorporated under
 2 this title, shall annually, in the month of January, make a ^{C. S. p. 322, Sect. 260.} c 17
 3 full report of the condition of its affairs, to the auditor of
 4 state, showing the amount of the capital stock in such com-
 5 pany, the gross amount of tolls or receipts during the pre-
 6 vious year, the costs of repairs and incidental expenses, the
 7 net amount of profits and the dividends made, with such
 8 other facts as may be necessary to a full statement of the
 9 affairs and condition of such road; and the auditor of state
 10 shall annually present an abstract copy of such report to the
 11 legislature.

1 SECT. 44. The diversion of the corporate property to oth-
 2 er objects than those specified in the articles and notices
 3 published as aforesaid, (if any person is injured thereby,) ^{C. S. p. 331, Sect. 333. Amended.}
 4 the declaring of dividends, when the profits are insufficient to
 5 pay the same, the payment of dividends when the funds re-
 6 maining will not meet the liabilities of the corporation, any

7 wilful failure to comply with the articles of incorporation,
8 or any intentional deception of the public or individuals in
9 relation to their means or liabilities, are criminal offenses,
10 and persons guilty of any of them may be indicted, and on
11 conviction, shall be punished by a fine of not more than
12 five thousand dollars, or by imprisonment in the state pris-
13 on not more than three years, or both such fine and impris-
14 onment, in the discretion of the court.

TITLE II.

OF CORPORATIONS FOR PECUNIARY PROFIT OTHER THAN THOSE
NAMED IN TITLE I.

c 24 1860—p. 173, Sect. 2.
Amended.

1 SECT. 45. Any number of persons not less than three,
2 who shall, by articles of agreement in writing, associate ac-
3 cording to the provisions of this title, under any name as-
4 sumed by them, for the purpose of engaging in and carrying
5 on mining, smelting, or manufacturing iron, copper, or
6 other minerals, or any kind of manufacturing, lumbering,
7 agricultural, mechanical or chemical business, and who shall
8 comply with the provisions of this title, shall with their suc-
9 cessors and assigns constitute a body politic and corporate,
10 under the name assumed by them in their articles of associ-
11 ation; *Provided*, No company shall take a name previously
12 assumed by any other company.

New.

1 SECT. 46. The provisions of sections two, three, four,
2 six, seven, eight, nine, ten, eleven and forty-four of title
3 one, shall apply to and be observed by corporations organi-
4 zing under this title.

c 24 1860—p. 174, Sect. 5.

1 SECT. 47. The amount of capital stock in every such
2 corporation shall, in no case be, less than ten thousand dol-
3 lars nor more than five hundred thousand dollars, and shall
4 be divided into shares of fifty dollars each; but the capital
5 stock and number of shares may be increased at any regular
6 meeting of the stockholders; *Provided*, The amount of
7 capital when so increased, shall not exceed the sum of five
8 hundred thousand dollars.

1860—p. 175, Sect.
13. Amended.

1 SECT. 48. Every such corporation has power to acquire,
2 hold, and transfer all such real and personal estate as is neces-
3 sary or convenient for the purpose of conducting, carrying
4 on, or disposing of the business of such corporation.

1 SECT. 49. The stock of any such corporation shall be
2 deemed personal property, and be transferable only on the

3 books of such corporation in such form as the directors pre-
 4 scribe, and such corporation shall at all times have a lien ^{1860—p. 175, Sect.}
 5 upon the stock or property of its members invested therein ^{14.}
 6 for all the debts due from them to such corporation, which
 7 may be enforced by advertisement and sale in the manner
 8 provided for selling delinquent stock.

1 SECT. 50. The directors shall cause a record to be kept
 2 of all stock subscribed and transferred, and of all business
 3 transactions, and their books and records shall at all times ^{1860—p. 175, Sect.}
 4 be open to the inspection of any and every stockholder; ^{15.}
 5 they shall also, when required, present to the stockholders
 6 reports in writing of the situation and amount of business of
 7 the corporation, and declare and make such dividends of
 8 the profits, from the business of the corporation, not reduc-
 9 ing the capital stock while they have outstanding liabilities.

1 SECT. 51. The directors of any corporation organized
 2 under this title, have power to establish one or more offices ^{1860—p. 176, Sect.}
 3 without this state, and transact business thereat; *Provided,* ^{16.}
 4 That an office shall always be maintained in this state
 5 where legal process may be served on the person in charge
 6 thereof.

1 SECT. 52. No corporation shall be formed under this ^{C. S. p. 331, Sect.}
 2 title to continue more than thirty years. ^{307. Amended.} c 17

1 SECT. 53. Mutual insurance companies, organized under
 2 the provisions of this chapter, may render their premium ^{C. S. p. 334, Sect.}
 3 notes a lien upon the whole or any part of the real estate ^{332.}
 4 upon which the property insured is situate, whether such
 5 real estate is or is not exempt from other liabilities as a
 6 homestead; but such lien shall not attach until the premium
 7 note stating the property on which it is a lien is filed for
 8 record and treated in the same manner as though it were
 9 a mortgage from the maker thereof to the company, except
 10 that it need not be acknowledged.

TITLE III.

OF CORPORATIONS OTHER THAN THOSE FOR PECUNIARY PROFIT.

1 SECT. 54. Any number of persons not less than three,
 2 may associate themselves and become incorporated for the ^{1868—p. 105, Sect. 1.}
 3 purpose of establishing and conducting colleges, seminaries, ^{Amended.} c 58
 4 lyceums, or any scientific, medical, legal, agricultural, be-
 5 nevolent or missionary society, or any society for the pur-

6 pose of instruction or mutual improvement in any art or
7 science as provided herein.

1 SECT. 55. They shall adopt and sign articles containing :

2 *First.*—The name of the corporation, its general purpose
3 and plan of operation, and its place of location.

4 *Second.*—The terms of admission to membership and the
5 amount of monthly, quarterly or yearly contributions re-
6 quired of its members.

7 *Third.*—If there is capital stock, the number of shares
8 and the amount constituting a share.

9 *Fourth.*—The officers of the corporation or society, with
10 time and place of electing or appointing the same, and the
11 number of trustees or directors, if any, who are to conduct
12 the transactions of the society during the first year of its
13 existence.

14 Said articles shall be recorded in the register of deeds of
15 the county where the corporation or society is located, and
16 in the office of the secretary of state.

1 SECT. 56. Upon filing said articles the persons named

2 therein, and signing the same, become a body corporate
3 with power to sue and be sued by its corporate name, to
4 have a common seal which may be altered at pleasure, to
5 establish by-laws and make all rules and regulations deemed
6 expedient for the management of its affairs in accordance
7 with law, and not incompatible with an honest purpose.

1 SECT. 57. No dividend or distribution of property

2 among the members or stockholders is lawful until the dis-
3 solution of the corporation.

1 SECT. 58. Any corporation formed under the provisions

2 of this title for the purpose of establishing and conducting a
3 college or other institution of learning, in addition to the
4 other powers granted herein, is authorized to receive by
5 purchase, gift, grant, or devise, and to hold and use the
6 same for educational purposes, any real estate or personal
7 property whatever, and may sell, convey, mortgage, let or
8 otherwise use said real estate or property as is considered
9 most conducive to the educational interests and prosperity
10 of the institution, but said corporation has no power to di-
11 vert any gift, grant or bequest from the specific purpose
12 designated by the donor.

1 SECT. 59. The trustees of any college or seminary in-

2 corporated under the provisions of this title, besides the
3 general powers and privileges aforesaid, have power :

4 *First.*—To appoint and fix the salaries of a president,
5 professors, tutors and such other officers and agents as they
6 may deem necessary, and to remove them at pleasure.

c58

1863—p. 105, Sect. 1,
in part. Amended.

c17

C. S. p. 237, Sect. 57.
Amended.

C. S. p. 334, Sect.
336.

C. S. p. 334, Sect.
37. Amended.

C. S. p. 316, Sect.
223. Amended.

7 *Second.*—To direct and prescribe the course of study and
 8 discipline to be observed in the institution, and to grant
 9 such literary honors and degrees as are usually granted by
 10 any such institution in the United States, and in testimony
 11 thereof, to give suitable diplomas, under their seal and the
 12 signatures of such officers of the institution, as they may
 13 deem expedient: *provided*, that the course of study to be
 14 pursued in such institution is in all respects as thorough
 15 and comprehensive as is usually pursued in similar institu-
 16 tions in the United States.

17 *Third.*—To make all ordinances and by-laws necessary
 18 and proper to carry into effect the foregoing powers.

1 SECT. 60. Such trustees may require the treasurer and
 2 all other officers and agents, before entering upon the du- C. S. p. 317, Sect. 228. c17
 3 ties of their respective offices, to give bonds in such sums
 4 and with such sureties as they deem proper and sufficient.

1 SECT. 61. Such trustees are required, on or before the
 2 first day of January, annually, to report to the superinten- C. S. p. 217, Sect. 228.
 3 dent of public instruction, a statement of the name of each
 4 trustee, officer treasurer and student of such institution,
 5 with a statement of its property, the amount of stock sub-
 6 scribed, donated and bequeathed, and the amount actually
 7 paid in, and such other information as will tend to exhibit
 8 its condition and operations.

1 SECT. 62. Service of any legal process on such corpo-
 2 ration may be made on any one of the trustees thereof, if C. S. p. 317, Sect. 228.
 3 such trustee is in the county in which the institution is lo-
 4 cated; but if not, then by leaving a copy of such process
 5 with any officer in the employ thereof, at its principal place
 6 of business.

1 SECT. 63. Any college or institution incorporated un-
 2 der the provisions of this title, is always subject to the vis- C. S. p. 317, Sect. 228.
 3 itation and examination of the superintendent of public in-
 4 struction.

1 SECT. 64. Any institution of learning now in existence
 2 in this state, whether incorporated or not, may enjoy all C. S. p. 317, Sect. 230.
 3 the benefits of this title, by complying with the provisions
 4 thereof; and may, by a vote of the majority of such corpo-
 5 ration, company or association, to be taken according to
 6 the act of incorporation, by-laws, or other legal regulations
 7 thereof, determine to avail itself of the provisions of this
 8 title, and to take and assume corporate name and powers
 9 thereunder, and may, by like vote, transfer to such corpora-
 10 tion when formed, all its property, real, personal, and
 11 mixed; and thereupon, said corporation, to which such

12 property is so transferred, shall take the same in the same
 13 manner, to the same extent, and with the like effect, as the
 14 same was previously owned and held by the corporation,
 15 company or association so transferring the same, and may,
 16 in its corporate name, sue for and collect all debts, dues,
 17 demands, subscriptions, devises and bequests thereof. The
 18 said corporation so taking such property, shall take the
 19 same, subject to all the liens, trusts and limitations, both
 20 legal and equitable, to which the same was subject before
 21 such transfer: and shall also be liable for all the debts
 22 and obligations of such previous corporation, company or
 23 association, and shall pay the same to the full extent of the
 24 value of such property, at the time of so taking the same.

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TITLE IV.

OF RELIGIOUS CORPORATIONS.

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c. s. p. 279, Sect. 15.

1 ⁸ SECT. 65. It shall be lawful for all persons of full age
 2 belonging to any church, congregation or religious society
 3 not already incorporated, to assemble at the church or meet-
 4 ing house, or other place where they statedly attend for
 5 divine worship, and by a plurality of votes elect any num-
 6 ber of discreet persons of their church, congregation or so-
 7 ciety, not less than three, nor more than nine in number,
 8 as trustees to take charge of the estate and property belong-
 9 ing thereto, and transact all affairs relative to the tempor-
 10 alities thereof.

c. s. p. 279, Sect. 16.

1 ⁹ SECT. 66. Such church, congregation or religious so-
 2 ciety may choose a president of the said corporation, and
 3 of their meetings, by a vote as aforesaid, and at the elec-
 4 tion provided for in this chapter, every person of full age
 5 who has statedly worshipped with such church, congrega-
 6 tion or society, and has been formerly considered as belong-
 7 ing thereto, is entitled to a vote.

c. s. p. 279, Sect. 17.

1 ⁷⁰ SECT. 67. The minister of such congregation or society,
 2 and in case of his death or absence, one of the elders or
 3 deacons, church wardens or vestrymen thereof, and for
 4 want of such officers, any other person being a member or
 5 stated hearer in such church, congregation or society, shall
 6 publicly notify the congregation of the time when, and the
 7 place where the said election shall be held, at least fifteen
 8 days before the day of election; and such notification shall
 9 be given for two successive sabbaths, on which such church,
 10 congregation, or society statedly meet for public worship,
 11 preceding the election.

1 ⁷¹ SECT. 68. Any two of the elders, deacons, church ward-
 2 ens, or vestrymen of such church, congregation, or society,
 3 or if such officers are not present, then any two voters pres- C. S. p. 270, Sect. 18. c 17
 4 ent, to be nominated by a majority of the voters, shall pre-
 5 side at such election, receive the votes, and determine the
 6 qualification of voters; and they shall, immediately after
 7 the election, certify under their hands and seals, the names
 8 of the persons elected to serve as trustees; in which certi-
 9 ficate the name by which the said trustees, and their suc-
 10 cessors in office, shall forever thereafter be called and
 11 known, shall be particularly mentioned and specified.

1 ⁷² SECT. 69. Such certificate shall be acknowledged by
 2 the persons making the same, or proved by a subscribing C. S. p. 280, Sect. 19.
 3 witness thereto, before some officer authorized to take the
 4 acknowledgment of deeds, and recorded, together with the
 5 certificate of such acknowledgment, or proof, by the regis-
 6 ter of deeds of the county within which the church or place
 7 of worship of such congregation is situated, in a book pro-
 8 vided by him for that purpose, who shall be entitled to re-
 9 ceive seventy-five cents for such record; and thereafter such
 10 trustees and their successors, shall be a body corporate by
 11 the name expressed in such certificate.

1 ⁷³ SECT. 70. Such trustees may have a common seal, and
 2 alter the same at pleasure; they may take into their pos- C. S. p. 280, Sect. 20.
 3 session and custody, all the temporalities of such church,
 4 congregation, or society, whether the same consists of real
 5 or personal estate, and have been given, granted or devised
 6 directly or indirectly to such church, congregation, or so-
 7 ciety, or to any other person for their use.

1 ⁴ SECT. 71. Such trustees may also in their corporate
 2 name, sue and be sued in all courts and places, and they
 3 may recover and hold all the debts, demands, rights and C. S. p. 280, Sect. 21.
 4 privileges, all churches, buildings, burying places, and all
 5 the estate and appurtenances belonging to such church, con-
 6 gregation, or society, in whatsoever manner the same may
 7 have been acquired, or in whose hands soever the same may
 8 be held, as fully and amply as if the right and title thereto
 9 had been originally vested in the said trustees; and they may
 10 hold other real or personal estate, and demise, lease and im-
 11 prove the same; but the whole of such estate, real and per-
 12 sonal shall not exceed the yearly income of three thousand
 13 dollars.

1 ⁵ SECT. 72. The said trustees have authority to repair
 2 and alter their churches and meeting houses, and under the C. S. p. 280, Sect. 22.
 3 direction of the society or congregation, erect churches and
 4 meeting houses, and dwelling houses for their ministers,

5 and other buildings for the use of their church, congrega-
6 tion or society.

c17

C. S. p. 280, Sect. 23.

1 SECT. 73. They have authority to make rules and orders
2 for managing the temporal affairs of such church, congrega-
3 tion or society, and to dispose of all moneys belonging
4 thereto; and to order and regulate the renting of pews or
5 slips in their churches and meeting houses, and the perquis-
6 ites for the breaking of the ground in the cemetery or
7 church yard, and in the said churches or meeting houses
8 for burying the dead.

C. S. p. 280, Sect. 24.

1 SECT. 74. They may appoint a clerk and treasurer of
2 their board, and a collector to collect and receive their rents
3 and revenues, and may regulate the fees to be allowed to
4 such clerk, treasurer and collector, and may remove them
5 and appoint others in their stead at pleasure, and such clerk
6 shall enter all rules and orders made by such trustees and
7 payments ordered by them, in a book to be procured by
8 them for that purpose.

C. S. p. 280, Sect. 25.

1 SECT. 75. Any two of the trustees may at any time call
2 a meeting of the trustees, and a majority of them being law-
3 fully convened, shall be competent to do and perform all
4 matters and things which such trustees are authorized to do
5 and perform.

C. S. p. 280, Sect. 26.

1 SECT. 76. The said trustees shall hold their offices for
2 three years; and immediately after their first election as
3 hereinbefore provided, the said trustees shall be divided by
4 lot into three classes, numbered one, two and three; and
5 the seats of the first class shall be vacated at the end of the
6 first year, of the second class at the end of the second year,
7 and of the third class at the end of the third year; that as
8 near as may be, one third part of the whole number of
9 trustees may be annually chosen.

C. S. p. 281, Sect. 27.

1 SECT. 77. The clerk of said trustees at least one month
2 before the expiration of the office of any of the said trus-
3 tees, shall notify the same in writing to the minister, or in
4 case of his death or absence, to the elders or church war-
5 dens, and if there are no elders or church wardens, then to
6 the deacons or vestrymen of any such church, congregation
7 or society, specifying in such notice, the names of the trus-
8 tees whose office will expire; and the minister or other offi-
9 cers receiving such notice, shall in the manner aforesaid,
10 notify the members of such church, congregation or society
11 of such vacancies, and appoint the time and place for the
12 election to supply the same.

1 SECT. ⁸¹78. Such election shall be held at least six days
 2 before vacancies happen as aforesaid, and all such subse- C. S. p. 281, Sect. 28. c 17
 3 quent elections shall be held and conducted in the same
 4 manner as hereinbefore provided, for the first election; and
 5 in case any vacancy happens by the death of a trustee, his
 6 refusal to act, or removal from the society before his term
 7 of office expires, or otherwise, notice thereof shall be given
 8 as aforesaid, and an election shall be held, and another trus-
 9 tee chosen in his stead for the remainder of such term.

1 SECT. ⁸²79. No person belonging to any such church, C. S. p. 281, Sect. 29.
 2 congregation or society, incorporated under the provisions
 3 of this chapter, is entitled to vote at any election after the
 4 first, until he has been an attendant on public worship in
 5 such church, congregation or society at least six months be-
 6 fore such election, and contributed to the support of such
 7 church, congregation or society according to the usages and
 8 customs thereof.

1 SECT. ⁸³80. The clerk of the trustees shall keep a regis- C. S. p. 281, Sect. 30.
 2 ter of the names of all such persons as desire to become
 3 stated hearers in the said church, congregation or so-
 4 ciety, and shall therein note the time when such request
 5 was made; and the said clerk shall attend all subsequent
 6 elections, in order to test the qualifications of such voters
 7 in case they shall be questioned.

1 SECT. ⁸⁴81. Nothing in this chapter contained, shall be C. S. p. 281, Sect. 31.
 2 construed to give to such trustees the power to fix or as-
 3 certain the salary or compensation to be paid to any minis-
 4 ter, but the same shall be ascertained and fixed by a ma-
 5 jority of such society, entitled to vote at the election of
 6 trustees.

1 SECT. ⁸⁵82. It shall be lawful for any religious corpora-
 2 tion organized under the provisions of this title, by and
 3 through their trustees, to sell and convey, encumber or 1863-p. 117, Sect. 1. c 56
 4 otherwise dispose of any real estate belonging to such cor-
 5 poration. *Provided however,* That no such conveyance or
 6 encumbrance shall be made by the trustees except when
 7 first authorized to make the same by a resolution of such so-
 8 ciety, passed at a meeting thereof called for that purpose, no-
 9 tice of the time, place and object of which meeting shall be
 10 given for at least four successive Sabbaths on which such
 11 society stately meet for public worship, immediately pre-
 12 ceding the time specified for such meeting.

1 SECT. ⁸⁶83. Every church, congregation or religious so- C. S. p. 281, Sect. 34. c 17
 2 ciety heretofore incorporated in pursuance of law, and not
 3 since dissolved, is hereby established and confirmed; and

4 in case of the dissolution of any such corporation, or of any
 5 corporation hereafter to be formed, in pursuance of the pro-
 6 visions of this title, for any cause whatever, the same
 7 may be incorporated under the provisions of this title at
 8 any time within six years after such dissolution; and there-
 9 upon all the estate, real and personal, formerly belonging
 10 to the same, and not lawfully disposed of, shall vest in
 11 such corporation as if there had been no such dissolution.

c17
 1 SECT. 84. All lands, tenements and hereditaments law-
 2 fully conveyed by devise, grant, purchase or otherwise, to
 3 any persons as trustees in trust, for the use of any religious
 4 society organized, or which may hereafter be organized
 5 within this state, either for a meeting house, burying ground,
 6 or for the residence of a preacher, shall descend with the im-
 7 provements in perpetual succession to, and shall be held by
 8 such trustees in trust for such society.

C. S. p. 282, Sect. 35.

1 SECT. 85. Whenever by the constitution, rules or usa-
 2 ges of any particular church or religious denomination, trus-
 3 tees are required to be appointed by any ministers, presi-
 4 ding elders or other officer or officers of such church or de-
 5 nomination, such ministers, presiding elders or other officer
 6 or officers shall give to such trustees, a certificate of their
 7 appointment under the hand and seal of the person making
 8 the same, specifying the name by which such trustees and
 9 their successors shall forever thereafter be called and known,
 10 which certificate shall be acknowledged and proved, and re-
 11 corded as hereinbefore directed; whereupon such trustees
 12 and their successors appointed in the same manner shall be
 13 a body corporate, by the name expressed in such certificate,
 14 with all the rights, powers and privileges of other religious
 15 corporations constituted according to the provisions of this
 16 title.

C. S. p. 282, Sect. 36.

1 SECT. 86. Whenever by the constitution, rules and usa-
 2 ges of any particular church or religious denomination, the
 3 minister or ministers, elders and deacons, or other officers
 4 elected by any church or congregation, according to such
 5 constitution, rules or usages, are thereby constituted the
 6 trustees of such church or congregation, such minister or
 7 ministers, elders and deacons, or other officers may assem-
 8 ble together and execute under their hands and seals, a cer-
 9 tificate, stating therein the name by which they and their
 10 successors in office shall forever thereafter be called and
 11 known, which certificate shall be acknowledged or proved
 12 and recorded as hereinbefore directed; whereupon such
 13 persons and their successors in office, shall be a body corpo-
 14 rate by the name expressed in such certificate, with all the
 15 rights, powers and privileges of other religious corporations,
 16 constituted according to the provisions of this title.

C. S. p. 282, Sect. 37.

1 ²⁴SECT. 87. It shall be lawful for the male persons of full
2 age, or any church or congregation in communion with the
3 protestant episcopal church in this state, who have belong-
4 ed to such church or congregation for the last three months
5 preceding such election, and who have been baptized in the
6 episcopal church, or received therein, either by the rite of
7 confirmation, or by receiving the holy communion, or by
8 purchasing or hiring a pew in said church, or by some
9 joint act of the parties and of the rector, whereby they have
10 attached themselves to the protestant episcopal church, and C. S. P. 232, Sect. 88. c17
11 not already incorporated, at any time to meet for the
12 purpose of incorporating themselves under this title,
13 and by a majority of voices, to elect two church war-
14 dens, and not less than four nor more than eight vestrymen,
15 and to determine on what day of the week, called Easter
16 week, the said offices of church wardens and vestrymen,
17 shall annually thereafter cease, and their successors in office
18 be chosen; of which first election notice shall be given in
19 the time of morning service, on two Sundays previous
20 thereto, by the rector, or if there is none, by any other
21 person belonging to such church or congregation, and that
22 said rector, or if there is none, or he is necessarily absent,
23 then one of the church wardens or vestrymen, or any other
24 person called to the chair, shall preside at such election,
25 and, together with two other persons, shall make certificate
26 under their hands and seals, of the church wardens and ves-
27 trymen so elected, of the day of Easter week, so fixed on
28 for the annual election of their successors, and of the name
29 or title by which such church or congregation shall be
30 known in law; which certificate being duly acknowledged,
31 or proved by one or more of the subscribing witnesses, be-
32 fore some officer authorized to take acknowledgments of
33 deeds, of the county where such church or place of worship
34 of such congregation is situated, shall be recorded by the
35 clerk of such county in a book to be by him provided for
36 that purpose, and that the church wardens and vestrymen
37 so elected, and their successors in office, and the rector if
38 any, of themselves, shall form a vestry and be the trustees
39 of such church or congregation; and such trustees and their
40 successors shall thereupon, by virtue of this title, be a body
41 corporate by the name and title expressed in such certifi-
42 cate, with all the rights, powers and privileges of other re-
43 ligious corporations constituted according to the provisions
44 of this title, and the persons qualified as aforesaid, shall, in
45 every year thereafter, on the day in Easter week so to be
46 fixed for that purpose, elect such church wardens and ves-
47 trymen, and whenever any vacancy happens before the
48 stated annual election, by death or otherwise, the said trus-
49 tees shall appoint a time for holding an election to supply
50 such vacancy, of which notice shall be given in the time of

51 divine service, at least ten days previous thereto; and such
 52 election, and also the stated annual elections shall be holden
 53 immediately after morning service, and at all such elections,
 54 the rector, or if there is none, or he is absent, one of the
 55 church wardens or vestrymen shall preside and receive the
 56 votes of the electors, and be the returning officer, and shall
 57 enter the proceedings in the book of the minutes of the ves-
 58 try, and sign his name thereto, and offer the same to as
 59 many electors present as he shall think fit, to be by them
 60 also signed and certified; and the church wardens and ves-
 61 trymen to be chosen at any of the said elections, shall hold
 62 their offices until the expiration of the year for which they
 63 are chosen, and until others are chosen in their stead, and
 64 have the power to call and induct a rector to such church or
 65 congregation as often as there is a vacancy therein; *provi-*
 66 *ded, however,* that no meeting or board of such trustees
 67 shall be held, unless at least three days' notice thereof is
 68 given in writing, under the hand of the rector or one of the
 69 church wardens; and that no such board shall be compe-
 70 tent to transact any business unless the rector, if there is
 71 one, and at least one of the church wardens, and a majority
 72 of the vestrymen are present; and such rector if there is
 73 one, and if not, then the church warden present, or if both
 74 the church wardens are present, then the church warden
 75 who is called to the chair by a majority of voices, shall pre-
 76 side at every such meeting or board, and have the casting
 77 vote.

c17
 c. s. p. 283, Sect. 39.

1 ⁹¹ SECT. 88. Whenever any church or religious society
 2 now organized, or which may hereafter be organized as a
 3 church or congregation, but not incorporated in pursuance
 4 of law, shall comply with the provisions of this title, and
 5 thereby become a body corporate, all the estate, real and
 6 personal, which has been lawfully conveyed to the said
 7 church or religious society, or to the trustees or vestry
 8 thereof in trust for the use of such church or society, wheth-
 9 er by devise, gift, grant, purchase, or otherwise, and not
 10 lawfully disposed of, shall thereupon vest in said corpora-
 11 tion as fully and amply as if the said church had been legal-
 12 ly incorporated from the date of its religious organization;
 13 *provided,* that the name or title publicly assumed or borne
 14 by such church or society from the date of its organization
 15 as such, and none other, shall be the title by which it shall
 16 forever be known in law, and as a body politic and cor-
 17 porate.

TITLE V.

OF CEMETERY ASSOCIATIONS AND PRIVATE CEMETERIES.

⁹²
 1 SECT. 89. Any number of persons residing in any
 2 county in this state, not less than seven, who desire to form C. S. p. 284, Sect. 40. c 17
 3 an association for the purpose of procuring and holding
 4 lands to be used exclusively for a cemetery or place for the
 5 burial of the dead, may meet at such time and place as
 6 they, or a majority of them agree upon, and appoint a
 7 chairman and secretary by the vote of a majority of the
 8 persons present at the meeting; and may proceed to form
 9 an association by agreeing on a corporate name, by which
 10 the association shall be known, and by determining upon
 11 the number of trustees to manage the affairs of the associa-
 12 tion, which number shall not be less than three, or more
 13 than nine, and thereupon, they may proceed to elect by
 14 ballot the number of trustees so determined upon.

³
 1 SECT. 90. The chairman and secretary of such meeting
 2 shall, immediately after such election, divide the trustees C. S. p. 284, Sect. 41.
 3 by lot into three classes; those in the first class to hold their
 4 office one year; those in the second class two years; and
 5 and those in the third class three years; but the trustees of
 6 each class may be re-elected if they possess the qualifica-
 7 tions hereinafter mentioned; such meeting shall also deter-
 8 mine on what day in each year the future annual election
 9 of trustees shall be held.

⁴
 1 SECT. 91. The chairman and secretary of such meeting
 2 shall, within three days after the holding of the same, make C. S. p. 284, Sect. 42.
 3 a written certificate which shall state the names of the asso-
 4 ciates who attended such meeting; the corporate name of
 5 the association, determined upon by the majority of the
 6 persons who met; the number of trustees fixed upon to
 7 manage the concerns of the association; the names of the
 8 trustees chosen at the meeting, and their classification, and
 9 the day of the year fixed upon for the annual election of
 10 trustees; such certificate shall be signed by the said chair-
 11 man and secretary, and acknowledged by them before some
 12 officer of the county authorized to take the acknowledgment
 13 of deeds, and they shall cause such certificate so acknowl-
 14 edged to be recorded in the register's office of the county
 in which the meeting was held.

⁵
 1 SECT. 92. Whenever such certificate is duly acknowl-
 2 edged and recorded as aforesaid, the association mentioned C. S. p. 284, Sect. 43.
 3 therein shall be deemed legally incorporated, and shall have
 4 the general powers and privileges, and be subject to the
 5 liabilities and restrictions as provided by the laws of this
 6 state in respect to incorporations.

c17

C. S. p. 284, Sect. 44.

1 SECT. 93.⁶ Such association shall have power to make
 2 such by-laws as are necessary to effect the object of its or-
 3 ganization, not inconsistent with the laws of this state.

C. S. p. 284, Sect. 45.

1 SECT. 94.⁷ The affairs and property of such association
 2 shall be managed by the trustees, a majority of whom shall
 3 form a board for the transaction of business; the trustees
 4 shall annually appoint from among their number, a presi-
 5 dent, and also appoint a secretary, treasurer, and actuary,
 6 who shall hold their places during the pleasure of the
 7 board; and the trustees may require the treasurer to give
 8 security for the faithful performance of the duties of his
 9 office.

c89

1860—p. 279, Sect. 1.
Amended.

1 SECT. 95.⁸ The actuary shall keep a record of interments,
 2 in which he shall enter as carefully and correctly as may be,
 3 the name, age, sex, nativity, and cause of death, with date
 4 of burial, of every person interred in such cemetery, which
 5 facts he shall procure from such friends or relatives of the
 6 deceased or undertaker as give order for the interment at
 7 the time thereof; or in case the deceased is a pauper,
 8 stranger, or criminal, from the coroner, county physician,
 9 overseer of poor, or other public officer directing the burial
 10 of the same.

1860—p. 279, Sect. 2.

1 SECT. 96.⁹ Such register or record of interments shall
 2 be open to the inspection of the public, and the actuary or
 3 secretary of every cemetery association shall furnish to the
 4 commissioner of the statistical bureau, or to the health of-
 5 ficers of any corporate town or city, or to the editors of
 6 newspapers within the state, when so desired, an accurate
 7 summary of all the interments during any particular year.

1860—p. 279, Sect. 3.
Amended.

1 SECT. 97.¹⁰⁰ Any actuary who neglects or refuses to care-
 2 fully keep such register of burials, and record all interments
 3 therein as hereinbefore provided, shall be subject to a fine
 4 for such offense, not exceeding ten dollars, nor less than
 5 two dollars, recoverable before any justice of the peace, for
 6 the benefit of the school fund of the district.

c17

C. S. p. 285, Sect. 46.

1 SECT. 98.¹⁰¹ Any association incorporated agreeably to the
 2 provisions of this title, may take by purchase or gift, and
 3 hold within the county in which the certificate of their in-
 4 corporation is recorded, not exceeding eighty acres of land
 5 to be held and occupied exclusively for a cemetery for the
 6 burial of the dead; such land or such portion thereof as may
 7 from time to time be required for that purpose, shall be
 8 surveyed, and divided into lots of such size as the trustee
 9 direct, with such avenues, alleys and walks as the said trustees
 10 deem proper; and a map of such surveys shall be filed and

11 recorded in the registry of deeds of the county in which the
 12 lands lie. Such association may also purchase or take by
 13 gift, and hold personal property to an amount not exceed-
 14 ing one thousand dollars, and may sell the same, and apply
 15 the proceeds thereof to the purposes mentioned in section
 16 one hundred and four of this title, and no other:

1 ¹⁰²SECT. 99. After such map is filed in the register's office,
 2 as aforesaid; the trustees may sell and convey the lots, as
 3 designated on such map, upon such terms, and subject to
 4 such conditions and restrictions, to be inserted in, or annexed
 5 to, the conveyances, as the said trustees shall prescribe;
 6 every conveyance of any such lot shall be expressly for bu-
 7 rial purposes, and no other; and shall be in the corporate
 8 name of the association, signed by the president and treas-
 9 urer thereof.

C. S. p. 235, Sect. 47.

c 17

1 ³SECT. 100. The annual election for trustees to supply
 2 the place of those whose term of office expires, shall be
 3 holden on the day mentioned in the certificate of incorpora-
 4 tion, and at such hour and place as the trustees direct. The
 5 trustees chosen at any election after the first, shall hold
 6 their office for three years, and until others are chosen to
 7 succeed them. Such election shall be by ballot; and every
 8 person who is the proprietor of a lot in the cemetery of the
 9 association, or if there is more than one proprietor of any
 10 such lot, then such one of the proprietors as the majority
 11 of the joint proprietors shall designate to represent such lot,
 12 may vote at such election; and the persons receiving the
 13 highest number of votes given at such election, shall be de-
 14 clared elected trustees.

C. S. p. 235, Sect. 49.

1 ⁴SECT. 101. In all elections after the first, the trustees
 2 shall be chosen from among the proprietors of lots in such
 3 cemetery; and the said trustees shall have power to fill any
 4 vacancy in their number, occurring during the term of office
 5 for which any trustee was elected. Public notice of every
 6 annual election shall be given in such manner as the by-
 7 laws of the association prescribe.

C. S. p. 235, Sect. 49.

1 ⁵SECT. 102. If the annual election is not held on the day
 2 fixed in the certificate of incorporation, the trustees have
 3 power to appoint another day, not more than sixty days
 4 thereafter, and shall give public notice of the time and place;
 5 at which time the election may be held with like effect, as
 6 if holden on the day fixed in said certificate; and the terms
 7 of office of the trustees chosen at such election, shall expire
 8 at the same time they would have done, had they been chos-
 9 en on the day fixed in the said certificate of incorporation.

C. S. p. 235, Sect. 50.

c 17

C. S. p. 285, Sect. 61.

1 SECT. 103.⁶ The trustees, at each annual meeting, shall
2 make a report, in writing, containing a statement of their
3 doings, and of the affairs of the association, and an account
4 of the receipts and expenditures during the year preceding.

C. S. p. 285, Sect. 52.

1 SECT. 104.⁷ The proceeds arising from the sale of lots in
2 such cemetery, shall be applied to the payment of any debts
3 incurred by said association, in the purchase of cemetery
4 grounds and property, in fencing, improving, and embel-
5 lishing such grounds and avenues leading thereto, and in
6 defraying the necessary expenses in the management and
7 care of the same, and for no other purpose.

C. S. p. 286, Sect. 53.

1 SECT. 105.⁸ Any person who wilfully destroys, mutil-
2 ates, injures or removes any tombstone, monument, grave-
3 stone, building, or other structure, placed in any cemetery,
4 or any fence, railing, or other work, for a protection or or-
5 nament thereof, or wilfully destroys or injures any tree,
6 shrub, or plant, within the limits of such cemetery, incor-
7 porated under this title, shall be deemed guilty of a misde-
8 meanor; and shall also be liable in an action to be brought
9 in the name of the association, for the payment of all dam-
10 ages by him occasioned; or any proprietor of a lot in such
11 cemetery, may sue for any injury done upon any lot owned
12 by him.

C. S. p. 286, Sect. 54.

1 SECT. 106.⁹ The cemetery lands, and property of any asso-
2 ciation, formed pursuant to this title are exempt from all pub-
3 lic taxes and assessments, and not liable to be sold on execu-
4 tion, or applied in payment of debts of any individual pro-
5 prietors; but the proprietors of lots in such cemetery, their
6 heirs or legal representatives, may hold the same exempt
7 therefrom, so long as the same remain appropriated to the
8 use of a cemetery; and during that time no street, or road,
9 shall be laid through such cemetery, or any part of the lands
10 held by such association, for the purpose aforesaid, without
11 the consent of the trustees of such association.

C. S. p. 286, Sect. 55.

1 SECT. 107.¹⁰ Whenever the lands of any such association
2 are laid out in lots, and such lots, or any of them are trans-
3 ferred to individual proprietors, and after there has been an
4 interment in any lot so transferred, such lot from the time
5 of such first interment, shall forever thereafter be inaliena-
6 ble, and shall, upon the death of the proprietor, descend to
7 the heirs of such proprietor, forever; but any one or more
8 of such heirs may release to any other of said heirs, his in-
9 terest in the same; a copy of such release shall be filed with
10 the clerk of the town, or village, or with the register of the
11 city, or register of deeds of the county within which the said
12 cemetery is situated. The body of any deceased person

13 shall not be interred in such lot, unless it is the body of a
 14 person having, at the time of such decease, an interest in
 15 such lot, or the relative of some person having such inter-
 16 est, or the wife of such person, or her relative, except by
 17 consent of all persons having an interest in such lot.

PRIVATE CEMETERIES.

1 SECT. 108. Any person desiring to establish a cemetery
 2 upon any lands owned by himself, shall cause the same to
 3 be surveyed, and a plat thereof made, which shall particu-
 4 larly describe and set forth all the streets, alleys, commons
 5 or public grounds, and all the blocks, lots or fractional lots
 6 within said cemetery, giving the names, width, extent and
 7 courses of all such streets and alleys, and the length and
 8 width of all said lots, and the number thereof, and the let-
 9 ters or numbers of all said blocks therein. 1864—p. 116, Sect. 1. c 62

1 SECT. 109. The proprietor of such cemetery shall, at the
 2 time of the surveying thereof, plant and fix at some corner
 3 thereof, a good and sufficient stone for a mark, from which
 4 said survey shall be made and the point where the same may
 5 be found, shall be designated on said plat. 1864—p. 116, Sect. 2.

1 SECT. 110. Said plat, after having been completed, shall
 2 be certified to by the surveyor, upon what lands the same
 3 is laid out, and the extent and boundaries thereof, and that
 4 the same is correct, which said certificate shall be endorsed
 5 upon said plat, and shall be recorded therewith and form a
 6 part thereof; and said plat shall thereupon be recorded in
 7 the register of deed's office, in the county wherein said lands
 8 are situate. 1864—p. 117, Sect. 3.

1 SECT. 111. When the plat of such cemetery has been
 2 made out, certified and recorded as required by this title,
 3 every donation or grant to the public or to any individual
 4 or religious society, marked or noted on said plat, shall be
 5 deemed in law and equity a sufficient conveyance to vest
 6 the fee simple of all such lands as are therein expressed, and
 7 the lands intended to be used for and designated on said
 8 plat for streets, alleys, ways, commons or other public uses
 9 in any such cemetery, shall be held by such owner in trust
 10 to, and for the uses and purposes set forth and intended in
 11 and by said plat. 1864—p. 117, Sect. 4.

1 SECT. 112. All land surveyed, and laid out and dedi-
 2 cated as aforesaid, under the provisions of this title, not ex-
 3 ceeding, however, eighty acres, shall be exempt from public
 4 taxes and assessments, and shall not be liable to levy and
 5 sale upon execution, or to be applied in payment of the 1864—p. 117, Sect. 5.

6 debts of any such owner thereof, so long as the same remains
7 appropriated to the use of a cemetery, and no street or road
8 shall be laid through such cemetery without the consent of
9 the owner thereof.

1864—p. 117, Sect. 8.

1 SECT. 113. The district courts are authorized and em-
2 powered, upon the application of the owners or proprietors
3 of any cemetery within the proper county, to alter and va-
4 cate the same, and the alleys, streets, lots and blocks, any
5 or either thereof, and the plat thereof, upon the like notice
6 and in the like manner, and shall require the like proof, and
7 shall make the like order thereon, as is required by law in
8 relation to town-plats.

TITLE VI.

OF FOREIGN INSURANCE COMPANIES.

1 SECT. 114. It shall not be lawful for any agent or agents
2 of any fire insurance company incorporated by any other
3 state than the state of Minnesota, directly or indirectly to
4 take any risks or transact any business of fire insurance in
5 this state, without such company has first obtained a certifi-
6 cate of authority from the state treasurer, and before ob-
7 taining such certificate, such fire insurance company shall
8 furnish said treasurer with a statement under the oath of the
9 president or secretary of the company, showing :
10 *First.*—The name and locality of the company.
11 *Second.*—The amount of its capital stock, and the amount
12 paid up.
13 *Third.*—The amount of its accumulations.
14 *Fourth.*—The assets of the company, including,
15 1st. The amount of cash on hand and in the hands of
16 agents or other persons.
17 2d. The real estate unencumbered.
18 3d. The bonds owned by the company, and how they
19 are secured, with rate of interest thereon.
20 4th. Debts to the company secured by mortgage.
21 5th. Debts otherwise secured.
22 6th. Debts for premiums.
23 7th. All other securities.
24 *Fifth.*—The amount of liabilities due or not due to banks
25 or other creditors by the company.
26 *Sixth.*—Losses adjusted and due.
27 *Seventh.*—Losses adjusted and not due.
28 *Eighth.*—Losses unadjusted.
29 *Ninth.*—Losses in suspense, waiting for further proof.
30 *Tenth.*—All other claims against the company.

c/2 Ex. Session, 1892—
p. 53, Sect. 1, in
part.

31 *Eleventh.*—The greatest amount insured in any one
32 risk.

33 *Twelfth.*—The greatest amount allowed by the rules to
34 be insured in one city, town or village.

35 *Thirteenth.*—The greatest amount allowed to be insured
36 in any one block.

37 *Fourteenth.*—The act of incorporation of such company.
38 Such statement shall be filed in the office of said treasurer,
39 together with a written agreement under the seal of the
40 company, signed by the president and secretary thereof,
41 and agreeing on the part of the company that service or
42 process in any civil action against such company may be
43 made upon any agent of the company in this state, and au-
44 thorizing such agent for and in behalf of such company, to
45 admit such service of process on him, and agreeing that the
46 service of process upon any such agent shall be valid and
47 binding upon the company as if made upon the president
48 or secretary thereof.

1 ²SECT. 115. No stock fire insurance company or agent
2 or agents of any such fire insurance company, incorporated
3 by any other state, shall transact any business of fire in-
4 surance in this state, unless such company is possessed of
5 at least one hundred thousand dollars in value, of actual
6 capital invested in stocks or in bonds, or mortgages of real
7 estate worth double the amount for which the same is mort-
8 gaged. And no mutual fire insurance company or agent or
9 agents of any such fire insurance company, incorporated by
10 any other state, shall transact any business of fire insurance
11 in this state, unless such company has at least twelve thou-
12 sand members or stockholders, and is possessed of at least
13 two hundred thousand dollars in value, of actual capital; in-
14 vested in stocks or in bonds and mortgages of real estate
15 worth double the amount for which the same is mortgaged;
16 or in premium notes of stockholders of said company.
17 Upon complying with the provisions of the preceding sec-
18 tion, the said treasurer shall issue a certificate thereof with
19 authority to such company to transact the business of fire
20 insurance in this state by its agents.

Ex. Session, 1862—
p. 57, Sect. 1, in
part.

c / 2

1 ³SECT. 116. It shall be unlawful for any unincorporated
2 company or association, partnership, firm or individual, or
3 any member or agent or agents thereof, or for any agent or
4 agents of any company incorporated by any foreign gov-
5 ernment other than a state of this union, to transact any
6 business of insurance in this state, without having first filed
7 under oath in the office of the state treasurer, a statement
8 setting forth the charter or act of incorporation of any and
9 every such incorporated company, and the by-laws, co-
10 partnership agreements, articles of association of any and

1860—p. 98, Sect. 2.
Amended.

c 6

11 every such incorporated company, association, partnership
 12 or firm, and the name and residence of such individual,
 13 and the names and residences of the members of every
 14 such partnership or firm, and the matters required to be
 15 specified by the one hundred and fourteenth section of this
 16 title, and the written authority therein mentioned, and fur-
 17 nish evidence to the satisfaction of the state treasurer, that
 18 such company has invested in the stock of some one or
 19 more of the states of this union, or of the United States,
 20 the amount of one hundred thousand dollars, and that such
 21 stocks are held by citizens of the United States, or in
 22 bonds or mortgages of real estate situate in the United
 23 States, fully securing the amount for which the same is
 24 mortgaged, or bonds of cities of the United States, the ag-
 25 gregate market value of the investment of the company in
 26 which, shall not be less than one hundred thousand dollars;
 27 and such incorporated company or unincorporated compa-
 28 ny, association, partnership, firm or individual, or any
 29 agent or agents thereof, filing said statement and furnishing
 30 evidence of investment as aforesaid, shall be entitled to a
 31 certificate of authority for such body or individual, in like
 32 manner as is provided for in the one hundred and four-
 33 teenth section of this title.

c 6 1860—p. 99, Sect. 3.
 Amended.

1 SECT. 117. It shall be the duty of every such insurance
 2 company, or some agent thereof, before taking any risks,
 3 or transacting any business of insurance in this state, to
 4 file in the office of the clerk of the district court of the
 5 county in which it is desired to establish an agency for any
 6 such insurance company or individual, or to transact any
 7 business of insurance therein, a copy of the statement re-
 8 quired to be filed with the treasurer aforesaid, together
 9 with a certified copy of the certificate of said treasurer,
 10 which shall be carefully preserved, for public inspection by
 11 said clerk, and also cause said statement and certificate to
 12 be published in some weekly newspaper printed and pub-
 13 lished in said county, for three successive weeks, or in
 14 some daily newspaper printed and published in the city of
 15 St. Paul, for at least one week, which publication shall be
 16 verified by the oath of the printer or publisher of said
 17 paper.

1860—p. 99, Sect. 4.

1 SECT. 118. The statement and evidences of investment
 2 required by this title shall be renewed annually in the month
 3 of January in each year. The first statement may be made
 4 at any time. The state treasurer, on being satisfied that
 5 the capital securities and investments remain secure as at
 6 first, shall furnish a renewal of certificate as aforesaid, the
 7 certified copy of which, with the certified copy of the state-
 8 ment upon which the same was obtained, shall be filed,

9 kept, and published in the same manner, and be governed
10 in all respects by the provisions of section one hundred and
11 seventeen of this title.

1 SECT. 119.²² Any person or firm in this state, who receives
2 or receipts for any money on account of or for any contract 1862—p. 99, Sect. 5. c 6.
3 of insurance made by him or them, or for any such insu-
4 rance company or individual aforesaid, or who receives or
5 receipts for money from other persons, to be transmitted
6 to any such company or individual aforesaid, for a policy of
7 insurance, or any renewal thereof, although such policy of
8 insurance is not signed by him or them as agent or agents
9 of such company, or who in anywise directly or indirectly
10 makes or causes to be made any contract or contracts of in-
11 surance for or on account of such insurance company afore-
12 said, shall be deemed to all intents and purposes an agent
13 or agents of such company, and shall be subject and liable
14 to all the provisions, regulations and penalties of this title.

1 SECT. 120.³ Whenever a judgment for the recovery of
2 money has heretofore been, or hereafter may be recovered
3 in any of the courts of this state against any foreign insu-
4 rance company or against any association, partnership, firm 1862—p. 119, Sect. 1. Amended. c 6 /
5 or individual engaged in the business of insurance, and hold-
6 ing a certificate of authority therefor from the state treasurer,
7 under the laws of the state, and an execution thereon is is-
8 sued and duly returned unsatisfied in whole or in part, and
9 proof is made by any person, by filing with the state treas-
10 urer a certified transcript of the docket of such judgment,
11 together with a certificate of the clerk of the court in the
12 county where the judgment roll in said action is filed, and
13 the judgment therein is docketed, that an execution has
14 been issued on such judgment to the proper officer of such
15 county and returned unsatisfied in whole or in part, with
16 the date of issuing and return, the state treasurer shall forth-
17 with revoke all authority or license for the transaction of
18 any kind of insurance business within this state, conferred
19 upon such insurance company, association, partnership, firm
20 or individual by any certificate theretofore granted by said
21 treasurer to such company, association, partnership, firm
22 or individual under the provisions of this title, and shall
23 withhold therefrom any new certificates of authority, such
24 as is contemplated herein, until such judgment so docketed
25 against such company, association, partnership, firm or in-
26 dividual is wholly paid and satisfied, and proof thereof filed
27 with such state treasurer by the official certificate of the
28 clerk of the court in the county where the judgment roll is
29 filed and judgment docketed, showing that the same is sat-
30 isfied of record, and until the expenses and fees incurred in
31 the case under the provisions of this title are also paid by

32 such company, association, partnership, firm or individual,
33 and the state treasurer shall also forthwith cause notice of
34 such revocation of authority to be published in some daily
35 newspaper printed and published in the city of Saint Paul,
36 for at least one week; and during the time such authority or li-
37 cense remains so revoked it shall be unlawful for the compa-
38 ny, association, partnership, firm or individual holding such re-
39 voked certificate of authority or any of its agents or officers,
40 to issue or renew any policies of insurance, take any risks,
41 or transact any other business relating to insurance, except
42 such as is absolutely necessary in closing up its affairs in
43 this state.

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1860-p.100, Sect. 7.

1 SECT. 121. This title shall not be so construed as in
2 any manner to apply to life insurance companies, but shall
3 include within its provisions only the "fire" and "fire and
4 marine" departments of any company that may have sepa-
5 rate departments for "life insurance" and "fire" and "fire
6 and marine insurance."

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1860-p.100, Sect. 8.

1 SECT. 122. Any person violating the provisions of this title
2 within this state, shall upon conviction in any court of compe-
3 tent jurisdiction, be fined in any sum not exceeding one thou-
4 sand dollars, or imprisoned in the county jail not more than
5 six months, or both, in the discretion of the court.

Title VIII Plank Roads and Turnpikes

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C. S. p. 334, Sect.
339. Amended.

C. S. p. 335, Sect.
341.

TITLE VIII

GENERAL PROVISIONS.

1 SECT. 123. All corporations, when no other provision
2 is specially made, may have a common seal, which they
3 may alter at pleasure; they may elect all necessary officers,
4 fix their compensation, and define their duties and obliga-
5 tions; and make by-laws and regulations, consistent with
6 the laws of the state, for their own government, and for the
7 due and orderly conduct of their affairs, and the manage-
8 ment of their property.

1 SECT. 124. The first meeting of all corporations, when
2 no other provision is specially made, shall be called by no-
3 tice, signed by one or more of the persons named in, or as-
4 sociated as corporators under the law by which it is incor-
5 porated, setting forth the time, place and purposes of the
6 meeting; and such notice shall, at least twenty days before
7 the meeting, be delivered to each member, or published in
8 some newspaper of the county where the corporation is es-
9 tablished, or if no newspaper is published in the county,

10 then in some newspaper printed and published at the capi-
11 tal of the state.

157

1 SECT. 125. When, by reason of the death, absence, or oth-
2 er legal impediment of the officers of a corporation, there is
3 no person duly authorized to call, or preside at a legal
4 meeting thereof, any justice or the peace of the county
5 where such corporation is established, may, on a written
6 application of three or more of the members, issue a war-
7 rant to either of them directing him to call a meeting, by
8 giving such notice as had been previously required by law;
9 and the justice may, in the same warrant, direct such per-
10 son to preside at such meeting, until a clerk is duly chosen
11 and qualified, if no officer is present, legally authorized
12 to preside.

C. S. p. 335, Sect. 342.

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158

1 SECT. 126. A corporation, when so assembled, may
2 elect officers to fill all vacancies, and act upon such other
3 business as may lawfully be transacted at a regular meeting.

C. S. p. 335, Sect. 344.

159

1 SECT. 127. When all the members of a corporation are
2 present at any meeting, however called, or notified, and
3 sign a written consent thereto, on the record of such meet-
4 ing, the doings of such meeting shall be as valid as if legal-
5 ly called and notified.

C. S. p. 335, Sect. 343.

160

1 SECT. 128. Corporations may, by their by-laws, where
2 no other provision is specially made, determine the manner
3 of calling and conducting their meetings, the number of
4 members that shall constitute a quorum, the number of
5 shares that shall entitle the members to one or more votes,
6 the mode of voting by proxy, the mode of selling shares
7 for the non-payment of assessments, and the tenure of office
8 of the several officers. They may annex suitable penalties
9 to such by-laws, not exceeding twenty dollars for one of-
10 fense.

C. S. p. 334, Sect. 340.

161

1 SECT. 129. If any subscriber for the stock of any corpo-
2 ration neglects to pay any installment of his subscription
3 when lawfully required by the directors or other managing
4 officer of the corporation, he shall forfeit such stock and the
5 same may be sold in such manner as the directors in their
6 by-laws prescribe, and after paying the amount of the in-
7 stallment due or called for, and the expenses of sale, the
8 balance of the proceeds of such sale shall be paid to such
9 subscriber. An action may also be maintained against such
10 subscriber upon his subscription.

New.

162

1 SECT. 130. Every corporation may convey lands to
2 which it has a legal title.

New.

New. 1 SECT. 131. Corporations having a capital stock divided
2 into shares, unless specially authorized, shall not issue any
3 shares for a less amount to be actually paid in on each share
4 than the par value of the shares first issued.

New. 1 SECT. 132. An executor, administrator, guardian, or
2 trustee shall represent the shares or stock in his hands at
3 all meetings of the corporation, and may vote as a stock-
4 holder.

1 SECT. 133. Persons holding stock in a corporation as
2 executors, administrators, guardians or trustees, shall not
3 be personally subject to any liabilities as stockholders; but
4 the estates and funds in their hands shall be liable in like
5 manner and to the same extent as the testator, intestate,
6 ward or person interested in the trust fund, would be, if
7 they were respectively living and competent to act, and
8 held the stock in their own names.

New. 1 SECT. 134. When a majority in number or interest of
2 the members of a corporation desire to close their concerns,
3 they may apply by petition to the district court of the coun-
4 ty where the corporation has its principal place of business,
5 setting forth in substance the grounds of their application,
6 and the court, after such notice as it deems proper to all
7 parties interested, may proceed to hear the matter, and for
8 reasonable cause, adjudge a dissolution of the corporation.
9 Corporations so dissolved shall be deemed and held extinct
10 in all respects, as if their charters had expired by their own
11 limitation.

c17 C. S. p. 335, Sect.
346. Amended. 1 SECT. 135. Corporations, whose charters expire by
2 their own limitation, or are annulled by forfeiture, or other-
3 wise, shall, nevertheless, continue bodies corporate for the
4 term of three years after the time when they would have
5 been so dissolved; for the purpose of prosecuting and de-
6 fending actions by or against them, and of enabling them,
7 gradually, to settle and close their concerns, to dispose of
8 and convey their property, and to divide their capital stock;
9 but not for the purpose of continuing the business for which
10 they were established.

C. S. p. 335, Sect.
347. Amended. 1 SECT. 136. When the charter of a corporation expires
2 or is annulled or the corporation is dissolved as provided here-
3 in, the district court of the county in which such corpora-
4 tion carries on its business, or has its principal place of
5 business, on application of a creditor, stockholder or mem-
6 ber, at any time within said three years, may appoint one
7 or more persons receivers or trustees, to take charge of its
8 estate and effects, and to collect the debts and property

9 due and belonging to it, with power to prosecute and defend
 10 actions in the name of the corporation, or otherwise, to ap-
 11 point agents under them, and do all other acts which might
 12 be done by such corporation, if in being, that are necessary
 13 for the final settlement of the unfinished business of the cor-
 14 poration. The powers of such receivers may be continued
 15 as long as the court deems necessary for said purposes.

169
 1 SECT. 137. Said court shall have jurisdiction, in equity,
 2 of the application, and of all questions arising in the pro-^{New.}
 3 ceedings thereon; and may make such orders, injunctions
 4 and judgments therein, as justice and equity require.

170
 1 SECT. 138. The receivers shall pay all debts due from
 2 the corporation, if the funds in their hands are sufficient ^{New.}
 3 therefor, and if not, they shall distribute the same ratably
 4 among the creditors who prove their debts in the manner
 5 directed by the court.

171
 1 SECT. 139. If there is a balance remaining, after the
 2 payment of the debts, the receivers shall distribute and pay it to ^{New.}
 3 and among those who are justly entitled thereto, as having
 4 been stockholders or members of the corporation, or their
 5 legal representatives.

172
 1 SECT. 140. The attorney general, whenever required by
 2 the governor, shall examine into the affairs and conditions
 3 of any corporation in this state, and report such examina-
 4 tion in writing, together with a detailed statement of facts ^{C. S. p. 337, Sect. 360.}
 5 to the governor, who shall lay the same before the legisla-
 6 ture; and for that purpose the said attorney general has
 7 power to administer all necessary oaths to the directors and
 8 officers of any corporation, and to examine them on oath,
 9 in relation to the affairs and condition thereof, and to ex-
 10 amine the vaults, books, papers and documents belonging
 11 to such corporation, or pertaining to its affairs and condi-
 12 tion; and the legislature, or either branch thereof has full
 13 power to examine into the affairs and condition of any cor-
 14 poration in this state, and at all times; and for that pur-
 15 pose any committee appointed by the legislature, or either
 16 branch thereof, shall have full power to administer all neces-
 17 sary oaths to the directors, officers and stockholders of such
 18 corporation, and to examine them on oath, in relation to
 19 the affairs and condition thereof, and to examine the vaults,
 20 safes, books, papers and documents belonging to such cor-
 21 poration, or pertaining to its affairs and condition, and to
 22 compel the production of all keys, books, papers and docu-
 23 ments.

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